

**BSE Limited,
Corporate Relationship
Department**

P J Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 543514

**The Manager
Listing Department
National Stock Exchange of India Limited,**

Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Symbol: VERANDA

Veranda Learning Solutions Limited

G.R Complex, First floor, No .807-808,
Anna Salai, Nandanam,
Chennai - 600035

Dear Sir/Madam,

Subject: Disclosures under Regulation 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to the release of pledge

In compliance with Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended), We, Kalpathi S Aghoram, Kalpathi S Ganesh and Kalpathi S Suresh ("the Promoters") of Veranda Learning Solutions Limited, hereby submit the requisite disclosure in respect of release of pledge.

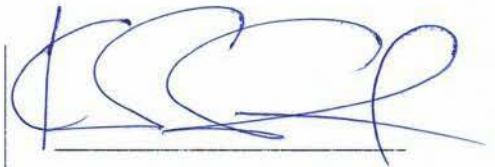
You are requested to take the same on record.



Kalpathi S Aghoram



Kalpathi S Ganesh



Kalpathi S Suresh

Date: August 28, 2025

Place: Chennai

Disclosure by the Promoters to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of Encumbrance/ Release of Encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
Name of the Target Company (TC)	Veranda Learning Solutions Limited ("VLSL")
Names of the stock exchanges where the shares of the target company are listed	BSE Limited and National Stock Exchange of India Limited
Date of reporting	28/08/2025
Names of the promoters or PAC on whose shares encumbrance has been created / released/ invoked	Mr. Kalpathi S Aghoram Mr. Kalpathi S Ganesh Mr. Kalpathi S Suresh
Details of the creation/invocation /release of encumbrance:	

Name of the promoter(s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release- [(2)-(3)] / invocation [(1)-(3)]}	
	Number of Shares	% of total share capital	% w.r.t diluted share capital(*)	Number of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Reasons for encumbrance#	Number of shares	% of share capital	Name of the entity in whose favour shares encumbered	Number of shares	% of total share capital
Mr. Kalpathi S Aghoram	1,28,29,553	13.71%	13.43%	47,23,285	5.05%	Release	22/08/2025	Pledge	Release of Pledge on full redemption of VXL debentures	25,68,113	2.74	Please refer to the Note 1 below.	21,55,172	2.30%
Mr. Kalpathi S Ganesh	1,28,28,049	13.70%	13.43%	47,23,285	5.05%	Release	22/08/2025	Pledge	Release of Pledge on full redemption of VXL debentures	25,68,113	2.74	Please refer to the Note 1 below.	21,55,172	2.30%
Mr. Kalpathi S Suresh	1,28,12,048	13.69%	13.41%	47,23,285	5.05%	Release	22/08/2025	Pledge	Release of Pledge on full redemption of VXL debentures	25,68,113	2.74	Please refer to the Note 1 below.	21,55,172	2.30%
Total	3,84,69,650	41.11%	40.27 %	1,41,69,855	15.15%	-	-	-	-	77,04,339	8.22%	-	64,65,516	6.90%

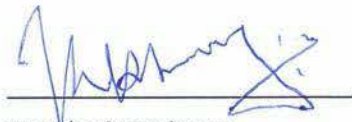
(**) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Note 1: Catalyst Trusteeship Limited is acting as the common security trustee on behalf of BPEA Credit India Fund III – Scheme F and Scheme C, Pico Capital Pvt. Ltd., and Aarti Rahul Chhabria.

#We refer to our disclosure dated May 20, 2024, submitted under Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherein details of the pledge and encumbrance of certain shares were provided. Pursuant to the Pledge Master Report and the release e-mail dated August 22, 2025, issued by Catalyst Trusteeship Limited, acting as the common security trustee, confirming the release of the aforementioned pledged shares, we hereby submit the present disclosure for your information and records.

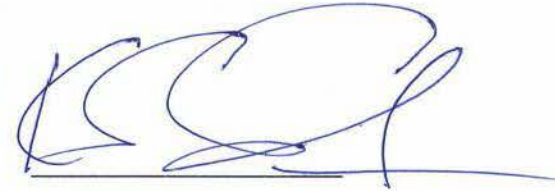
The Promoters are making this disclosure to comply with the Takeover Regulations.



Mr. Kalpathi S Aghoram



Mr. Kalpathi S Ganesh



Mr. Kalpathi S Suresh

Place: Chennai

Date: 28/08/2025